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October 8, 2001



BY FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

RECORDATION NO. 204037 FILED

OCT 16 '01

3-79 PM

SURFACE TRANSPORTATION BOARD

Attn.: Mr. Vernon Williams

Re: Terminations for Recording

Dear Sir or Madam:

Enclosed herewith for recording are two notarized originals of the following documents:

1. Termination of Railcar Lease Agreement (your file no. 19871);
2. Termination of Railcar Lease Agreement (your file no. 20403);
3. Termination of Note and Security Agreement (your file no. 20178);
4. Termination of Assignment Agreement (your file no. 19871) and
5. Termination of Assignment Agreements (your file no. 20403).

Please complete the enclosed check for your fee. Please notify the undersigned by collect telephone call when the recording has occurred and return your evidence of recording to me in the enclosed envelope.

Please telephone me collect if there are any problems with the recording.

Thank you.

Very truly yours,

Bertram C. Izant

BCI/os
Enclosures



TERMINATION OF ASSIGNMENT AGREEMENTS

This Termination of Assignment Agreements (this "Termination") is dated as of September 19, 2001 by IIBU Fund II, PLC ("Assignor") for the benefit of Railroad Technology Corporation ("Assignee").

RECITALS

A. Assignor is a party to that certain Assignment Agreement dated as of December 17, 1996 filed with the Surface Transportation Board under Recordation Number 20403-H (the "December 17, 1996 Assignment Agreement") with respect to nine (9) platform TOFC railcars bearing reporting marks CR 790079, CR 790080 (now NYC 790080), CR 790081, CR 780082, CR 790083, CR 790084 (now NYC 790084), CR 790085, CR 790086 (now NYC 790086) and CR 790087 (now NYC 780087) (the "Equipment").

B. Assignor is a party to that certain Assignment Agreement dated as of February 21, 1997 filed with the Surface Transportation Board under Recordation Number 20403-O (the "February 21, 1997 Assignment Agreement") with respect to two (2) platform TOFC railcars bearing reporting marks CR 790088 and CR 790089 (now NYC 780089), (the railcars subject to the December 17, 1996 Assignment Agreement and the February 21, 1997 Assignment Agreement, collectively, the "Equipment").

C. Assignor has transferred all its right, title and interest in and to the Equipment to Assignee.

D. Assignor desires to confirm that it has no interest in the Equipment.

CONSENT AND TERMINATION

1. Assignor hereby forever terminates any and all liens and interests of any kind in the Equipment. Such liens and interests in the Equipment shall be forever terminated upon filing of this Termination with the Surface Transportation Board, at which time all of Assignor's right, title and interest in and to the Equipment shall be null and void.

RECORDATION NO. 20403-T FILED

OCT 16 '01 3:49 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, pursuant to due authority, Assignor has executed this Termination as of the date first above written.

IIBU Fund II PLC by EIREANN II, a Division of
ATEL Transatlantic Investors

By: V. Holmes

Printed Name: Vic Holmes

Title: Director

NOTARIZATION

This instrument was acknowledged before
me this 5 day of Oct 2001 by Vic Holmes
In witness whereof I herewith set my hand
and official seal.

David Walley
David Walley
Notary Public (Commissioned for Life)
54 Amiens Street, Dublin 1.